

PARTIAL TERMINATION OF LEASE

RECORDATION NO. 18700-B FILED 1425
MAR 24 1994 -12 15 PM
INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF LEASE, made as of the 30th day of March, 1994 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), CSX Transportation, Inc., a corporation of the Commonwealth of Virginia ("CSXT") and The Baltimore and Ohio Chicago Terminal Railroad Company, a corporation of the State of Illinois ("Railroad").

WHEREAS, GE, CSXT and Railroad are parties to an Interim User Agreement dated as of February 1, 1994 (the "Lease"); and

WHEREAS, a Memorandum of the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on February 15, 1994, at 3:30 p.m. and given Recordation Number 18700; and

WHEREAS, GE, CSXT and Railroad desire to terminate and cancel the Lease with respect to the equipment described herein and to record such termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

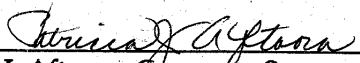
1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective March 31, 1994, with respect to the following equipment: Twenty-three (23) General Electric Company Diesel Electric Model Dash 9-44CW Locomotives bearing Road Numbers 9030-9052, inclusive (hereinafter, the "Terminated Equipment").

2. The parties agree to record this Partial Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.

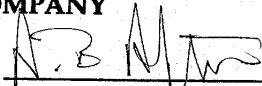
3. This Partial Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.


Attest


P. J. Aftoora, Corporate Secretary

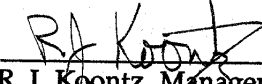
THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY

By: 
A. B. Aftoora, Treasurer

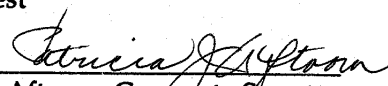
Attest


D. A. Rowley, Attesting Secretary

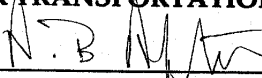
GENERAL ELECTRIC COMPANY

By: 
R. J. Koontz, Manager,
Americas Marketing

Attest


P. J. Aftoora, Corporate Secretary

CSX TRANSPORTATION, INC.

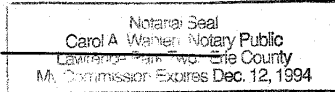
By: 
A. B. Aftoora, Treasurer

Commonwealth of Pennsylvania }
County of Erie }

On this 29th day of March, 1994, before me personally appeared R. J. Koontz to me personally known, who, being duly sworn, did say that he is Manager, Americas Marketing of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Carol A. Wallen
Notary Public

My commission expires:



State of Florida }
County of Duval }

On this 22nd day of March, 1994, before me personally appeared A. B. Aftoora, to me personally known, who, being duly sworn, did say that he is Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Brenda K. Rowe
Notary Public

My commission expires:

BRENDA K. ROWE
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 2, 1997
Commission No. CC 304545
Bonded thru Patterson - Becht Agency

State of Florida }
County of Duval }

On this 22nd day of March, 1994, before me personally appeared A. B. Aftoora to me personally known, who, being duly sworn, did say that he is Treasurer of CSX Transportation, Inc., that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Brenda K. Rowe
Notary Public

My commission expires:

BRENDA K. ROWE
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 2, 1997
Commission No. CC 304545
Bonded thru Patterson - Becht Agency